

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11
DELPHI CORPORATION, et al, : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF ARIZONA }
COUNTY OF MARICOPA } ss:

Kenneth C. Booth, being duly sworn, deposes and says:

1. I am a principal of Booth Udall, PLC ("Booth Udall") which firm maintains offices at 1423 S. Higley Rd., Suite 110, Mesa, AZ 85206.

2. Neither I, "Booth Udall", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. "Booth Udall", has represented and advised the Debtors in intellectual property matters with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and "Booth Udall" has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "Booth Udall" proposes, to render the following services to the Debtors: preparation and prosecution of patent applications.

5. "Booth Udall's current fees arrangement is on an hourly basis for services rendered.

6. Except as set forth herein, no promises have been received by "Booth Udall" or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. "Booth Udall" has no agreement with any entity to share with such entity any compensation received by "Booth Udall".

8. "Booth Udall" and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "Booth Udall" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, "Booth Udall", nor any partner, auditor or other member thereof insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "Booth Udall" is to be engaged.

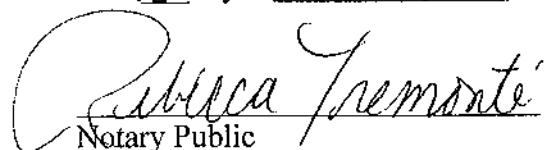
10. The foregoing constitutes the statement of "Booth Udall" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



Kenneth C. Booth

Subscribed and sworn before me
This 3rd day of December, 2005


Rebecca Tremonti
Notary Public